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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re

WHITTON CORPORATION, a Nevada  
corporation

Case Nos. BK-S-10-32857-BAM and  
BK-S-10-32680-BAM

Jointly Administered Under  
Case No. BK-S-10-32680-BAM

Chapter 11

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects South Tech Simmons 3040C, LLC

**DECLARATION OF DAVID CROCKETT  
IN SUPPORT OF DEBTORS MOTION  
FOR INTERIM AND FINAL ORDER  
PURSUANT TO 11 U.S.C. §§ 105, 364,  
FED R. BANKR. P. RULE 4001(C) AND  
L.R. 4001(B) AND (C): (I) AUTHORIZING  
DEBTORS TO OBTAIN POSTPETITION  
FINANCING; (II) GRANTING RELATED  
RELIEF, AND (III) SCHEDULING FINAL  
HEARING**

**OST REQUEST PENDING**

Hearing Date: March 15, 2011  
Hearing Time: 3:00 p.m.

I, DAVID CROCKETT, being duly sworn, hereby depose and declare under penalty of perjury

1. I am over the age of 18, am mentally competent, and if called upon to testify as to the  
statements made herein, could and would do so. I submit this Declaration in Support of Debtors Motion

1 for Order (I) Authorizing Debtors To Obtain Postpetition Financing; (II) Granting Related Relief; and  
 2 (III) Scheduling Final Hearing (the "Postpetition Financing Motion").<sup>1</sup>

3 2. I am a Principal of Silver Phoenix, LLC ("Silver" and with Ruby Capital Investments,  
 4 LLC, the "Lenders"). Except as otherwise limited herein, I make the following statements based upon  
 5 my personal knowledge, belief, and where applicable, upon the business records of Debtors as  
 6 presented to me by Province Real Estate Advisors, LLC ("Province") in the above-captioned  
 7 bankruptcy cases.

8 3. I am familiar with the proposed DIP Credit Agreement by and between the Lenders and  
 9 Debtors.

10 4. There are a number of loan requirements that we have in order to be willing to provide  
 11 financing for Debtors' postpetition operations and plan funding, as set forth in the DIP Credit  
 12 Agreement.

13 5. Among others, is the requirement of a strict timetable for the approval and entry of the  
 14 Interim DIP Order, the Final DIP Order and the Confirmation Order. And, as a condition to continued  
 15 funding prior to the Confirmation Order, the 506(a) Order must be entered. These deadlines and  
 16 conditions, including the requirement that the DIP Interim Order be entered by the Bankruptcy Court on  
 17 or before March 15, 2011 is so that Ruby and Silver will not have to keep the money earmarked for the  
 18 Postpetition Financing sitting stagnant for an indefinite and potentially long period of time. In order to  
 19 commence the work that needs to be done to move these cases towards the confirmation of a plan,  
 20 funding has to be available to provide for administrative expenses, including the professional fees of all  
 21 professionals who will be required to render substantial services on an expedited basis to move the  
 22 cases forward. We do not want our money tied up (i) only to find out later that it was not approved, or,  
 23 (ii) even if ultimately approved at a later date, unnecessary and possibly prejudicial delay because  
 24 without funding necessary actions can not go forward. If the terms of the DIP Credit Agreement cannot  
 25 be approved soon, the Lenders will invest it in other lending opportunities.

26  
 27 <sup>1</sup>Capitalized terms used, but not defined herein, shall have the meanings ascribed to such  
 28 terms in the Postpetition Financing Motion.

6. In addition, the Lenders believe that this strict timetable will ensure the successful emergence of Debtors from bankruptcy through a confirmed plan of reorganization.

*/s/ David Crockett*  
DAVID CROCKETT